

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

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Chapter 11

Case No. 18-23538 (RDD)

**ORDER DENYING CLASS REPRESENTATIVES' MOTION FOR RELIEF FROM THE
AUTOMATIC STAY**

Upon the *Class Representatives' Motion for Relief from the Automatic Stay* [Docket No. 6212] (the "Motion") by Nina and Gerald Greene (the "Class Representatives") for entry of an order, as more fully described in the Motion, seeking authorization for the Class Representatives to pursue their claims in *Greene v. Sears Protection Company, et al.*, U.S.D.C. N.D. Ill., Case No. 1:15-cv-02546 (the "Class Action", and the claims alleged therein, the "Class Action Claims") against Transform Holdco LLC and/or its affiliates; and upon the *Objection to Motion for Relief from Automatic Stay* [Docket No. 6366] (the "Objection") by Transform Holdco LLC and its affiliates ("Transform"), the *Class Representatives' Reply Memorandum of Law in Further Support of Motion for Relief from the Automatic Stay* [Docket No. 9470] (the "Class Representatives' Reply") and the *Transform Holdco LLC's Reply to the Class Representatives' Motion for Relief from Automatic Stay* [Docket No. 9474] ("Transform's Reply"); and upon consideration of the Motion and the record of the evidentiary hearing held by the Court on the Motion on May 14, 2021 at 2:00 p.m. ET (the "Hearing"); and after due deliberation for the reasons stated by the Court in its bench ruling on the record at the conclusion of the Hearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is denied.
2. The *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2507] (the "Sale Order"), which found that Transform purchased the Acquired Assets (as defined in the Sale Order) "free and clear" of all Claims (as defined in the Sale Order), and the terms of the asset purchase agreement attached as Exhibit B thereto [Docket No. 2507-1] (as may be amended, restated or amended and restated from time to time, including pursuant to Amendment 1 [Docket No. 2599] and Amendment 2 [Docket No. 3880], the "APA"), which was approved by the Sale Order, precludes the Class Representatives from joining Transform as a defendant in the Class Action or pursuing any of the Class Action Claims against Transform.
3. Nothing in this Order shall be construed as pertaining to claims against Transform based on conduct by Transform after closing of the APA (if any), as to which Transform and the Class Representatives reserve all of their rights and defenses.
4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

White Plains, New York
Dated: May 27, 2021

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE